## Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form 4

FRESH DEL MONTE PRODUCE INC Form 4 August 04, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **EL-NAFFY HANI** Issuer Symbol FRESH DEL MONTE PRODUCE (Check all applicable) INC [FDP] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O FRESH DEL MONTE 07/31/2015 President and COO PRODUCE INC., P.O. BOX 149222 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CORAL GABLES, FL 33114 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Ordinary 20.141 07/31/2015(1) A \$0 Μ 20,141 D (2) Shares 4,280 Ordinary \$ 07/31/2015(1) S D 15,861 D 38.8364 (3) Shares Ordinary 4.171 07/31/2015(1) S D 11,690 D (3) Shares 38.8354

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

## Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form 4

### displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. H Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 29.99	07/31/2015 <u>(1)</u>		М		10,141	<u>(4)</u>	(5)	Ordinary Shares	10,141	
Restricted Stock Units (4)	\$ 40.03	07/31/2015 <u>(1)</u>		М		10,000	(6)	<u>(5)</u>	Ordinary Shares	10,000	

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
EL-NAFFY HANI C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	Х		President and COO				
Signatures							
/s/ Bruce Jordan. Attorney-in-fact for Hani							

08/04/2015 El-Naffy

Date

# \*\*Signature of Reporting Person **Explanation of Responses:**

- If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). \*
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Transaction Date reflects the date on which the Sell to Cover and conversion of the Restricted Stock Units (RSU), which vested on July (1) 29, 2015 and July 30, 2015 occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs listed in Table II.

Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the

(3) satisfaction of tax witholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

# Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form 4

Restricted Stock Units (RSU) granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents
(4) a contingent right to receive one ordinary share of FDP. The RSUs vest in five equal annual installments of which three are remaining on each of 7/30/2016, 7/30/2017 and 7/30/2018.

(5) RSUs do not have an expiration date.

RSUs granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right to
(6) receive one ordinary share of FDP. The RSUs will vest in five equal annual installments on each of 7/29/2015, 7/29/2016, 7/29/2017, 7/29/2018 and 7/29/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.